

# FLOAT CONFERENCE

**Board Meeting #14**  
**April 16, 2019 | 1 pm - 2:30 pm PST**

## *Quorum Present*

### **Present:**

- Ashkahn Jahromi (President) / Graham Talley
- Andy Larson (Treasurer)
- Gloria Morris (Secretary)
- Kevin McCulloch
- Sean Lavery / Jesse Ratner-Decle
- Matthew Smith *logged on at 1:12 pm*
- Jeanine Bocci (Operations Team)
- Jocelyn Jester (Operations Team)

### **Absent:**

- Tom Fine
  - Jake Resch
  - Jamie Phillips
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### **Agenda:**

1. **Vote to approve last meeting's minutes**
2. **General updates**
3. **Sponsorship spreadsheet**
4. **Ashkahn's Rules of Order**
5. **Board member structure**
6. **Items to annually review as a board**
7. **Updates on the details of creating a c3 supporting organization**

### **1 - Vote to Approve Last Meeting's Minutes**

*Vote on Minutes from March 19th's meeting: Unanimous approval*

### **2 - General Updates**

**Past Conference Documents**

Ashkahn has spent some time moving appropriate documents from Float On Google Docs and Dropbox files to the Float Conference Team Drive. Important things to notice are the Finances, the Tracker for each year (a catch all spreadsheet for various things that need to be tracked), sponsor lists, attendee lists, things we printed, etc. In addition, we have some overall sheets like master list of attendees, master list of sponsors, etc.

### **Groupon**

Matt talked with the Float Collective and they don't feel like they want to be involved in the Groupon webinar situation. Which brings the question back to us - do we want to help organize something ahead of time? Or do we just want to have something at the conference for Groupon?

Gloria had communicated with Groupon that the industry was collecting questions for them. Gloria is concerned that this would not be as effective without the collective.

Ashkahn brings up that we could just gather questions from the Float Collective to send to Groupon and then we could post the responses.

Gloria is willing to facilitate the communication, but doesn't necessarily feel the urge to pursue it. Maybe it's not our place to do it.

**Is anyone opposed to allowing Groupon to sponsor, but not doing any additional work to help smooth over Groupon's relationship with the industry? *No oppositions.***

### **Float On Loan**

This loan has been paid back to Float On!

### **Insurance**

Ashkahn has been working on setting up our insurance for Float Conference. We have General Liability, Worker's Comp, Volunteer Coverage (for injury and harassment), General Employment Liability, Cyber Liability, Event Cancellation, Directors and Officers.

Ashkahn opens up an opportunity for Board Members to request to see the insurance we have gathered so far. And they are welcome to send suggestions to him for additional insurance needs.

### **Air Force**

Ashkahn visited the Wright Patterson Air Force Base in Ohio where they are pulling quantifiable data on Float Tanks for performance enhancement. These folks spoke at the Float Conference a few years ago. They will be finishing up a one year project this fall and they expressed an interest in sharing some of their findings at the conference. *General agreement to invite them to talk.*

### **3 - Sponsorship Spreadsheet**

We have a spreadsheet of past sponsors. This is a reminder that if Board Members have a good relationship with a specific manufacturer or potential sponsor, please list your name next to that

company in the sheet. It would be super helpful to the Float Conference if the Board can help start these conversations with potential sponsors.

#### **4 - Ashkahn's Rules of Order**

Ashkahn has written Ashkahn's Rules of Order (please see attachment for more details) to help govern how the board will function as a whole. This will be helpful as the board swaps out over the years.

##### **Consensus**

Ashkahn found a process of resolution called Consensus. This is a bit less formal manner of making decisions, which he feels will suit out needs and style a bit more. For a given point, the facilitator will mention the proposed decision and ask a series of questions to ensure that the decision is made fairly and clearly.

##### **Official Votes**

There are certain decisions that will need to be voted on in a more official way, such as new Board Members and changes to bylaws, etc. Graham and Ashkahn have done research on types of voting systems a few years ago. Ashkahn narrowed down his research and thinks that rank / scale voting will be the most efficient for our uses. Especially when we are voting on things like speakers or cities for the next conference, this system will allow us to choose the options that most people will be content with.

##### **Timing**

This portion of Ashkahn's Rules of Order will help us to be able to have more productive meetings, but still allow those that are not present to share their opinions about certain decisions. Board Members have 48 hours after consensus votes are posted and 96 hours after official votes are posted to send in their votes.

##### **Comments**

Kevin says the rules are comprehensive and useful.

Ashkahn does mention that this process does rely on having a good facilitator. He is currently doing more than the Board President will be doing in the future. Leading these discussions will be that person's primary roll.

*This will be voted on for our official proceedings at the next meeting, to allow board members a chance to review.*

#### **5 - Board Member Structure**

We talked about this a few meetings ago, but Graham and Ashkahn have done some more research since then.

##### **Length of Terms**

Ashkahn has found that many boards have 2 or 3 year terms. The only different one he saw was a 1-3-2 term (1 year for the first term, 3 years for the second term, 2 years for the 3rd term). It feels like most people were interested in having 2 years as the term length.

*Vote - everyone seems to be on board with 2 years, but we will do an official vote next meeting.*

### **Term Limits**

How many 2 year terms can each board member do. Ashkahn did research and found that it's a good idea to have term limits to avoid having issues with members sticking around too long and allows board members to bow out without feeling guilty. Ashkahn thinks it makes sense to have a 3 term (6 year) limit, and then there would be a 1 or 2 year minimum before you could be brought back on.

*Vote - People feel good about a 3 term limit, then a break before you can apply again.*

### **Nominations**

We will have open nominations (people can nominate themselves) and then we will use our official score voting to decide on the members being added.

### **Number of Seats**

We talked about either 7, 9, or 11 seats. We'll put out a vote on this following the meeting.

### **Voting on these procedures**

Ashkahn was picturing setting up either a task or a logbook post in a Voting Project in the Helm, which will allow each member of the Board to vote. So check your Helm, and you will have a notification for our sample vote on the number of board seats. Essentially, each board member will vote on a scale from 1-5 on each option presented. If you feel neutral, you can abstain from voting on an option. The totals will be added together and the option with the highest number will be the winner.

### **Does the Helm with a special voting project seem like a good platform for this? General Agreement**

### **President of the Board**

Ashkahn was picturing the President of the Board being voted on every year, instead of every 2 years. General agreement. Treasurer and Secretary positions will remain with a board member as long as they want to do it (and are on the board).

## **6 - Items to Annually Review**

- Conflict of Interest Policy
  - We will sign an individual form - Ashkahn will send it out after this call
    - (Side note that we should also have employees sign this form)
- Procedures - Ashkahn's Rules of Order
- Bylaws
- Tax Form (990)
  - 2018 will be very simple because we were started so late in the year.

Ashkahn listed these suggestions from the lawyers and then opened the call for comments of any other things we should review.

## **7 - Updates on Details of Creating a c3 Supporting Organization**

The Float Conference is set up as a c6, but we are finding that c3's have some benefits that we are not getting as a c6 - mostly tax and financially. We decided last time to look into what it would take to set up a sister organization that is a c3 to work together with the Float Conference. Ashkahn talked to the lawyer about it and it doesn't seem like it is as clear cut we had thought.

You can file with the IRS for a Supporting Organization which is specifically developed to perform a charitable wing of the c6. Our Lawyers feel like we fall somewhere between c3 and c6, because of our focus on education at the conference. A supporting organization would cost about \$6,000 to set up. (Our lawyer had misspoke last time Ashkahn talked with her). The Supporting Organization would have to have a Board that meeting regularly, but we could pretty easily have the same board and put the calls back to back, etc. We would have to double up on things like filing for taxes, etc. Both organizations would have to be actively collecting and spending money. There would be some situations where the two organizations would have to have agreements like resource sharing, etc. And we would have to be careful about having business related activity coming through the c6 and not the c3.

Other than all that, the lawyers do feel like this would be justified and realistic.

- \$6,000 in set up fees
- Due diligence twice - board meetings, bylaws, taxes, etc.
- Records more complicated
- Agreements between the two - employees would have to clock hours respectively
- Using the right parts of each organization for types of tasks.

## **Comments**

Andy feels like this is more trouble than it's worth at this point.

Ashkahn mentions that there would be some breaks we could get as a c3 like software and tax benefits. (Gloria mentions additional software).

Jocelyn mentions that even as a c3, we may not necessarily be tax exempt in certain states.

At this point, we are in agreement to table this conversation for this year and look into next year again.

## **8 - Closing Comments**

Another update! Paul and Heather have done some work and got our Welcome Party set up for Friday Night around their shop in RiNo!

**Next Meeting: April 30, 2019 from 1 pm - 2:30 pm PST**

*Meeting Adjourned: 2:10 pm*